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13
14 UNITED STATES BANKRUPTCY COURT
15 NORTHERN DISTRICT OF CALIFORNIA
16 SAN FRANCISCO DIVISION

17 HOWREY LLP,
18 A District of Columbia Limited Liability
19 Partnership,

20 Debtor.

21 1299 Pennsylvania Avenue
22 Washington, D.C. 20004

23 Employer's Tax I.D. No.: 53-0231650

Case No. 11-31376-DM

Chapter 7

[NO HEARING REQUIRED]

24 **EX PARTE CONDITIONAL CONSENT TO ENTRY OF ORDER FOR**
25 **RELIEF AND MOTION TO CONVERT DEBTOR'S CASE TO CHAPTER 11**

26 **TO: THE HONORABLE DENNIS MONTALI, UNITED STATES BANKRUPTCY JUDGE, THE OFFICE**
27 **OF THE UNITED STATES TRUSTEE, THE DEBTOR'S TWENTY LARGEST UNSECURED**
28 **CREDITORS, THE DEBTOR'S SECURED LENDERS, THE PETITIONING CREDITORS, AND**
OTHER PARTIES IN INTEREST:

1 Howrey LLP, the debtor and debtor-in-possession in the above-captioned case (the “Debtor”)
2 hereby moves (the “Motion”) this Court for entry of an order for relief (the “Order”), substantially in
3 the form attached hereto as **Exhibit “A”** pursuant to Section 706(a) of Title 11 of the United States
4 Code (the “Bankruptcy Code”) and that the Order convert the Debtor’s case to one under Chapter 11
5 of the Bankruptcy Code.

6 In support of the Motion, the Debtor respectfully represents the following.

7 **JURISDICTION AND VENUE**

8 1. This Court has jurisdiction to consider this Motion under 28 U.S.C. §§ 157 and 1334.
9 This is a core proceeding under 28 U.S.C. § 157(b). The Debtor has filed a motion seeking to
10 transfer the venue of this case, which is currently pending before the Court. By filing this Motion,
11 the Debtor is not consenting to venue in this Court and expressly reserves its arguments that venue in
12 this Court is both improper and inconvenient. No request for the appointment of a trustee or
13 examiner has been made in this case, and no statutory official committees have been appointed or
14 designated by the Office of the United States Trustee.

15 2. The statutory basis for the relief requested herein is Section 706(a) of the Bankruptcy
16 Code.

17 **BACKGROUND**

18 3. On April 11, 2011 (the “Petition Date”), certain alleged creditors of the Debtor filed
19 an involuntary petition for relief under chapter 7 of the Bankruptcy Code. Following the Petition
20 Date, the Debtor continued to operate its business in accordance with § 303(f) of the Bankruptcy
21 Code.

22 4. The Debtor is a limited liability partnership organized under the laws of the District
23 of Columbia, and was founded in 1956.

24 **BASIS FOR RELIEF**

25 5. The Debtor has elected to consent to the entry of the Order for Relief in this case
26 conditioned upon conversion of the case to a case under chapter 11 of the Bankruptcy Code. Section
27 706(a) of the Bankruptcy Code grants the Debtor the absolute right to convert a case from Chapter 7
28 to Chapter 11 if the case has not previously been converted and the Debtor is eligible to be a debtor

1 under Chapter 11. This case has not previously been converted under Sections 1112, 1208, or 1307
2 of the Bankruptcy Code, and the Debtor is eligible to be a debtor under Chapter 11 of the
3 Bankruptcy Code.

4 **NOTICE**

5 6. The Debtor has provided notice of this Motion to: (a) the Office of the United States
6 Trustee, (b) the creditors listed on the Debtor's list of 20 largest unsecured creditors, (c) counsel to
7 the administrative agent for the lenders under the Debtor's prepetition credit facility, (d) the Internal
8 Revenue Service, (e) the Department of Justice, (f) counsel to the petitioning creditors, and (g) all
9 parties that have filed a Request for Notice in this case. In light of the nature of the relief requested,
10 the Debtor submits that no further notice is required or needed under the circumstances.

11 **NO PRIOR APPLICATION**

12 7. No previous request for the relief sought herein has been made to this Court or any
13 other court.

14 **CONCLUSION**

15 WHEREFORE, the Debtor respectfully request that this Court enter the Order, substantially
16 in the form attached hereto as **Exhibit "A"**,

- 17 1. Entering an Order for Relief;
18 2. Converting this case to one under Chapter 11 of the Bankruptcy Code; and,
19 3. Granting such other and further relief as this Court deems appropriate.

20 Dated: June 6, 2011

WILEY REIN LLP
H. Jason Gold
Valerie P. Morrison
Dylan G. Trache

23 and

24 MURRAY & MURRAY

25 By: /s/ Robert A. Franklin
26 Robert A. Franklin
27 Counsel to Howrey LLP
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